

SEABOARD SYSTEM RAILROAD

500 Water Street • Jacksonville, Florida 32202 • (904) 359-3100

Law Department

Writer's direct telephone line

359-3674

August 21, 1985

RECORDATION No. 8422-F

AUG 21 1985 10 43 AM

INTERSTATE COMMERCE COMMISSION

Mr. James H. Bayne
Secretary
Interstate Commerce Commission
12th and Constitution, N. W.
Washington, D. C. 20423

No.

Date AUG 27 1985

Fee \$ 20.00

ICC Washington, D.C.

Dear Mr. Bayne:

I have enclosed two counterparts each of the two documents described below, to be recorded pursuant to Section 11303 of Title 49 of the U. S. Code.

The first document is a Bill of Sale, dated July 18, 1985, and the second is a Release dated July 15, 1985. Both are secondary documents.

The primary document to which these documents are connected is recorded under Recordation No. 8422.

The names and addresses of the parties to the Bill of Sale are as follows:

Exchange National Bank of Chicago
LaSalle and Monroe Streets
Chicago, Illinois 60603

Seaboard System Railroad, Inc.
500 Water Street
Jacksonville, Florida 32202

The names and addresses of the parties to the Release are as follows:

Exchange National Bank of Chicago
LaSalle and Monroe Streets
Chicago, Illinois 60603

American National Bank & Trust Company
33 North LaSalle Street
Chicago, Illinois 60690

Mr. James H. Bayne
August 21, 1985
Page 2

A fee of \$20.00 is enclosed.

Please return the counterparts not needed by the
Commission for recordation to:

Mr. Edward C. Tannen
Assistant General Solicitor
Seaboard System Railroad, Inc.
500 Water Street
Jacksonville, Florida 32202

A short summary of the Bill of Sale to appear in the
index follows:

"Sale of all leased equipment to Railroad."

A short summary of the Release to appear in the index
follows:

"Release of all interest of Vendor in equipment to
Trustee."

Very truly yours,


Edward C. Tannen
Assistant General Solicitor

8/27/85

Interstate Commerce Commission
Washington, D.C. 20423

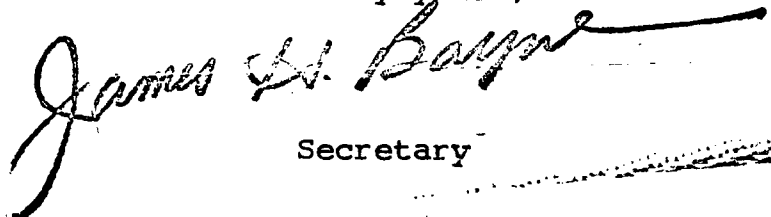
OFFICE OF THE SECRETARY

Edward G. Tannen
Seaboard System RR., Inc
500 Water Street
Jacksonville, Florida 32202

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 8/27/85 at 10:40am and assigned re-
recording number(s). 8422-F, 8422-G & 14778

Sincerely yours,


Secretary

Enclosure(s)

2731S

BILL OF SALE

RECORDATION NO. 8422-F
Filed 1425

JUL 15 1985 10 42 AM
INTERSTATE COMMERCE COMMISSION

KNOW ALL MEN BY THESE PRESENTS that EXCHANGE NATIONAL BANK OF CHICAGO ("Seller"), a national banking association, with its principal place of business at LaSalle and Monroe Streets, Chicago, Illinois 60603, not individually but solely as Trustee under Trust Agreement dated September 15, 1976, as subsequently amended with Mercantile National Bank at Dallas, now known as MBank Dallas, N.A., a national banking association, First National Bank of Gordon, a national banking association, and American National Bank & Trust Co., a national banking association (the "Beneficiaries"), for and in consideration of the sum of \$10.00 and other valuable consideration, does hereby grant, bargain, sell, convey and deliver to SEABOARD SYSTEM RAILROAD, INC., a Virginia corporation ("Purchaser") and its successors and assigns, the equipment described on the attached Exhibit A;

TO HAVE AND TO HOLD the said equipment unto the said Purchaser and its successors and assigns, to and for its own use, forever.

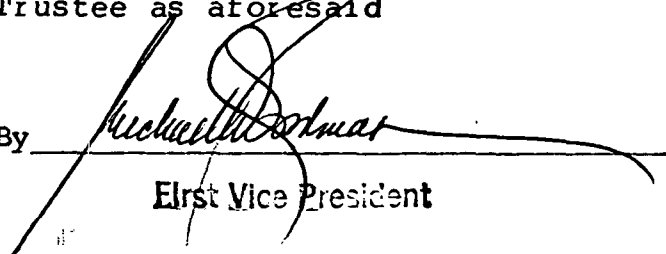
Seller warrants to Purchaser and its successors and assigns, that, at the time of delivery of said equipment, Seller had legal title to said equipment and good and lawful right to grant, bargain, sell, convey and deliver as aforesaid and that title to said equipment was, as of the date of delivery of said equipment to Purchaser, free of all claims, liens and encumbrances whatsoever.

EXCEPT AS SET FORTH ABOVE, SELLER MAKES NO WARRANTY OF MERCHANTABILITY OR FITNESS FOR A PARTICULAR PURPOSE. THE FOREGOING WARRANTY IS IN LIEU OF ALL OTHER WARRANTIES EXPRESSED OR IMPLIED.

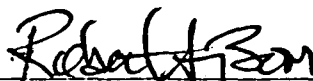
IN WITNESS WHEREOF, Seller has caused its corporate seal to be hereto affixed and has caused these presents to be executed and attested on its behalf by duly authorized officers this 18th day of July, 1985.

EXCHANGE NATIONAL BANK OF CHICAGO,
not individually but solely as
Trustee as aforesaid

By


First Vice President

ATTEST:

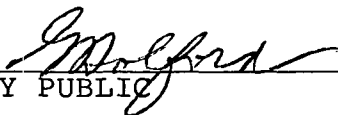


Assistant

Vice President

STATE OF ILLINOIS)
) SS
COUNTY OF C O O K)

On this 18th day of July, 1985,
before me personally appeared MICHAEL D. GOODMAN,
to me personally known, who being by me duly sworn, that he is a
Vice President of Exchange National Bank, that the seal affixed
to the foregoing instrument is the corporate seal of said
corporation and that said instrument was signed and sealed on
behalf of said corporation by authority of its Board of Directors,
and he acknowledged that the execution of the foregoing instrument
was the free act and deed of said corporation.



NOTARY PUBLIC

(Notarial Seal)

My Commission expires:

JULY 22, 1986

EQUIPMENT LIST

<u>Quantity</u>	<u>AAA Mechanical Designation</u>	<u>Description</u>	<u>Lessee's Road Numbers (Inclusive)</u>
291	XM & XL	55-Ton Box-Cars	SCL 27500-27502, inclusive SCL 27504-27511, inclusive SCL 27513-27535, inclusive SCL 27537 SCL 27539-27541, inclusive SCL 27543-27584, inclusive SCL 27586-27602, inclusive SCL 27604-27687, inclusive SCL 27689-27760, inclusive SCL 27762-27799, inclusive
196	HTS	70-Ton Woodchip Hopper Cars	SCL 190730-190740, inclusive SCL 190742-190775, inclusive SCL 190777-190789, inclusive SCL 190791-190792, inclusive SCL 190794-190929, inclusive

EXHIBIT A